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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

vs.

KENT H. ROBERTS,

Defendant.

) Case No. C-07-4580 MHP

)
) **DECLARATION OF ROBERT E. GOODING,**
) **JR. IN SUPPORT OF DEFENDANT KENT**
) **ROBERTS' AMENDED AND CORRECTED**
) **ADMINISTRATIVE MOTION TO FILE**
) **UNDER SEAL PORTIONS OF**
) **DEFENDANT'S MOTION TO COMPEL**
) **PRODUCTION OF DOCUMENTS FROM**
) **THIRD PARTY HOWREY LLP AND**
) **EXHIBITS E & N TO THE DECLARATION**
) **OF WILLIAM S. FREEMAN**

) **[Local Rule 79-5]**

) Judge: Hon. Marilyn H. Patel

DECLARATION OF ROBERT E. GOODING, JR. IN SUPPORT OF DEFENDANT KENT ROBERTS' AMENDED
AND CORRECTED ADMINISTRATIVE MOTION TO FILE UNDER SEAL
Case No. C-07-4580 MHP

DECLARATION OF ROBERT E. GOODING, JR.

1
2 1. I am an attorney admitted to practice law in the State of California and before this
3 Court. I am a partner with the law firm of Howrey LLP ("Howrey"), counsel to the Special Committee
4 of the McAfee Board of Directors ("Special Committee"). I make this declaration pursuant to
5 Northern District Local Rule 79-5(d), following notice from Cooley Godward, Kronish LLP, counsel
6 for Kent Roberts, that Defendant Roberts had filed an Amended and Corrected Administrative Motion
7 to File Under Seal portions of and exhibits to his Motion to Compel and had lodged such documents
8 with the Court pursuant to Northern District Local Rule 79-5(c) and (d). I have personal knowledge of
9 the facts stated below, except where indicated to be upon information and belief, in which case I
10 believe the matters stated to be true, and if called as a witness I could, and would, testify as to the truth
11 of the following.

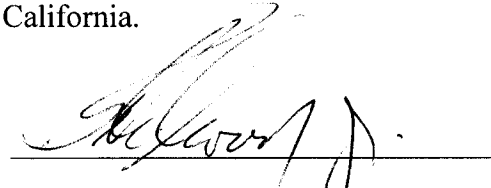
12 1. Howrey produced Exhibits E, N, R & T in response to Defendant Roberts'
13 Subpoena to Third Party Howrey LLP in the instant action. Howrey designated the foregoing exhibits
14 as "Confidential" pursuant to the Protective Order entered in this action. The exhibits contain
15 confidential and sensitive information related to Howrey's internal investigation, and ongoing SEC and
16 Department of Justice investigations. Exhibit E is a communication with McAfee's outside auditors
17 concerning details of the internal investigation. Exhibit N contains communications with the SEC and
18 Department of Justice concerning details of the internal investigation, including personal information
19 for some of the witnesses interviewed during the course of the investigation. I am informed and
20 believe that both the SEC and Department of Justice investigations into potential backdating at
21 McAfee, and the individuals involved in any such activity, are ongoing. The public disclosure of such
22 material could put McAfee at a competitive disadvantage.

23 2. Likewise, the redacted portions of the Defendant Kent Roberts' Motion to Compel
24 Production of Documents from Third Party Howrey LLP disclose highly confidential and sensitive
25 information, such as ongoing SEC and Department of Justice investigations, and confidential
26 communications with McAfee's outside auditors.

1 3. The Special Committee believes that it is necessary to seal portions of Defendant's
2 Motion to Compel Production of Documents from Third Party Howrey LLP and Exhibits E & N to the
3 Declaration of William S. Freeman in Support Thereof in light of the confidentiality and sensitivity of
4 the information included therein

5 I declare under penalty of perjury that the foregoing is true and correct.

6 Executed this 27th day of February 2008, in Irvine, California.

7
8 
9 Robert E. Gooding, Jr.